

REQUEST FOR CORPORATE INFORMATION

Date:

2/23/96

To:

Secretary Of State
ATTN: Corporate Status Unit
1500 Eleventh Street - 4th Floor
Sacramento, CA 95814

Corporate Name:

American Mineral Spirits Co, Western

Corporate Address:

Corp # 212805

Information Requested: [circle appropriate item(s)]

- 1.
- 2.
- 3.

Corporation Status.
Statement of Officers.
Articles of Incorporation and Amendments.

Requestor's Name:

Monica Gan

Requestor's Address:

Department of Toxic Substances Control
700 Heinz Ave, Bldg. F, Suite 200
Berkeley, CA 94710
tele: 857-3767

DGS Agency Billing Code/DTSC Contract Number:

95-T0856

Billing Address:

Chief
Contracts and Office Services
Department of Toxic Substances Control
400 P Street, 4th Floor
P.O. Box 806
Sacramento, CA 95812-0806

PCA Code:

99950

Secretary of State

Corporation Number

212805

ARTICLES OF INCORPORATION
of

AMERICAN MINERAL SPIRITS COMPANY, WESTERN

FILED

In the office of the Secretary of State
of the State of California

JAN 2 1947

FRANK M. JORDAN, Secretary of State

By *Robert J. Jordan*
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California;

AND WE HEREBY CERTIFY:

1. That the name of said Corporation shall be American Mineral Spirits Company, Western.

2. That the purposes for which it is formed are:

(a) To carry on the business of producing, purchasing, or otherwise acquiring, refining, treating, processing, storing, transporting, selling, marketing and dealing generally in petroleum, natural gas (including casinghead gas), coal, bitumen and bituminous substances of all kinds, carbon and hydrocarbon products of all kinds, gold, silver, phosphates, iron, nitrates, copper and all other volatile or mineral substances, and all of the products and by-products thereof.

(b) To carry on the business of producing, purchasing, or otherwise acquiring, refining, treating, processing, storing, transporting, selling, marketing and dealing generally in any and all kinds of chemicals, organic and inorganic, crude and refined, and products of similar character, and any and all materials, products and articles directly or indirectly related thereto in any way, including all those which may be ingredients or derivatives thereof or which may be useful in the manufacture or production thereof, or which may be conveniently or advantageously manufactured or produced in connection therewith, or in the manufacture or production of which the same may be useful, and all by-products of such operations.

(c) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate and introduce and to sell, assign, or otherwise dispose of any trade-marks, trade-names, patents, inventions, improvements, and processes used in connection with or secured under letters patents of the United States or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade-marks, patents, licenses, processes and the like, or any such property or rights.

(d) To conduct its business and all or any of its branches, so far as may be permitted by the laws of the State of California, in other states of the United States of America and in the territories and in the District of Columbia, and in any and all dependencies or colonies of the United States and in foreign countries, and for and in connection with such business, to hold, demise, purchase, mortgage, convey and sell real and personal property either within or anywhere without the State of California, and to maintain office and agencies either within or anywhere without the State of California.

(e) In general, to do any or all of the things hereinbefore set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, as principal factor, agent,

Restriction of right
to amend articles

Yes

No

contractor or otherwise, either alone or in conjunction with any person, firm, association, or corporation and in carrying on its business and for the purpose of attaining or furthering any of its objects to make and perform contracts, and to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law.

(f) The foregoing enumeration of purposes shall in no wise be deemed to restrict the Corporation in general to do any and all things and exercise any and all powers which may now or hereafter be lawful for the Corporation to do or otherwise under and in pursuance of the laws of the State of California or of any other law which may be now or hereafter applicable to the Corporation; and the matters expressed in each clause shall, unless and except as otherwise expressly provided, be in no wise limited by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes.

(g) Provided, however, that nothing herein contained shall be construed to authorize the Corporation to transact business in any state, territory or foreign country contrary to the provisions of the laws of such state, territory or foreign country.

3. That the principal office for the transaction of business of the Corporation will be located in the County of Los Angeles, State of California.

4. That the total number of shares which the Corporation shall have authority to issue is One Thousand (1,000); that the aggregate par value thereof is One Hundred Thousand Dollars (\$100,000); and that the par value of each such share is One Hundred Dollars (\$100).

5. That the number of directors is six (6), and that the names and addresses of the persons who are appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
M. A. Williams	230 North Michigan Blvd., Chicago, Ill.
E. M. Toby, Jr.	155 E. 44th Street, New York, New York.
John A. Bartlett	Port and Summers Sts., Corpus Christi, Tex.
David E. Day	555 S. Flower St., Los Angeles 13, Calif.
Wm. J. DeMartini	555 S. Flower St., Los Angeles 13, Calif.
W. G. King, Jr.	555 S. Flower St., Los Angeles 13, Calif.

6. That for the purpose of regulating the business and affairs of said Corporation and for the definition, limitation and regulation of the powers of such Corporation and of its directors and shareholders, it is further provided:

(a) There shall be no power to levy assessments upon the shares of stock of the Corporation, and the private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

(b) If the Corporation shall at any time propose to issue any theretofore unissued shares of stock of any class, or bonds, debentures or other securities convertible into stock or

- 3 -

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

On this 20th day of November, in the year 1946, before me, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared M. A. Williams, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, as incorporator, and who is also named therein as director, and who duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said Cook County, the day and year in this certificate last above written.

Harvey J. Smith
Notary Public in and for the
County of Cook, State of Illinois.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 21st day of November, in the year 1946, before me, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared E. M. Toby, Jr., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, as incorporator, and who is also named therein as director, and who duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said New York County, the day and year in this certificate last above written.

Daisy A. Parks X
Notary Public in and for the
County of New York, State of
New York.
DAISY A. PARKS
NOTARY PUBLIC - STATE OF NEW YORK
RESIDING IN NEW YORK COUNTY
N. Y. CO. CLK'S R. 33, REG. NO. 122-P-7
COMMISSION EXPIRES MARCH 30, 1947

STATE OF TEXAS)
COUNTY OF NEUCES) SS:

On this 23 day of November, in the year 1946, before me, a Notary Public in and for said County, residing therein, duly Commissioned and sworn, personally appeared John A. Bartlett, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, as incorporator, and who is also named therein as director, and who duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said Neuces County, the day and year in this certificate last above written.

Hayden Clevenger
HAYDEN CLEVINGER
Notary Public in and for the
County of Neuces, State of
Texas.

212805

Statement by Corporation of Address of Principal Office, Names of Officers and Designation of Agent for the Service of Process

(For filing with the Secretary of State of the State of California pursuant to Section 3301 or Section 9003, Corporations Code)

AMERICAN MINERAL SPIRITS COMPANY, WESTERN

a corporation, makes the following statements:

1. That it is a corporation organized under the laws of the State of California

2. The address and location of its principal office (California) are as follows:

(a) 555 South Flower Street, Los Angeles 13, California
(Post Office or mail address)

(b) 555 South Flower Street, Los Angeles 13, California
(Street address or location)

3. The names of the following officers are:

(a) President, Mr. M. A. Williams

(b) Secretary, Mr. A. J. Falkenberg

(c) Treasurer, Mr. A. J. Falkenberg

(d) Other officers desired to be named are, _____

(No officers other than the president or other head, the secretary, the treasurer, if any, need be named)

FILED

In the office of the Secretary of State
of the State of California

OCT 21 1949

FRANK M. JORDAN, Secretary of State

By Robert M. Jordan
Assistant Secretary of State

4. _____, whose address is
(Name of individual)

(Give address in California at which agent can be personally contacted)

is designated as Agent for the purpose of service of process.

AMERICAN MINERAL SPIRITS COMPANY, WESTERN

By A. J. Falkenberg
A. J. FALKENBERG, Secretary.

NOTES: (A) Items 1 (identity), 2 (address and location of principal office) and 3 (names of officers) must be filled in in all cases. Item 4 (designation of agent) is optional and should not be filled in unless it is desired to designate a person to act as agent for the purpose of receiving process against the corporation. Item 4 should not be filled in at all by a foreign corporation.

(B) All domestic (California) corporations, profit and nonprofit, are required to file this statement with the Secretary of State (Section 3301, Corporations Code). After the original filing, unless required by Section 9003, Corporations Code, new statements need be filed only in the case of a change of address or location of principal office. New statements may be filed at any time desired for the purpose of designating an agent, or new agent, for purpose of service of process.

(C) Every domestic and qualified foreign nonprofit corporation expressly exempted from taxation by the provisions of the Bank and Corporation Franchise Tax Act of the State of California must file this statement (items 1, 2, and 3) with the Secretary of State sometime during each and every calendar year beginning with the year 1950. Failure to file creates a presumption of abandonment making the corporation name available for use by another corporation. Such presumption of abandonment may be removed at any time by the filing of this statement, subject to the adoption of a new name if the corporation's name has been appropriated by another corporation during the period of presumed abandonment (Section 3303, Corporations Code). The statement may also be filed at any time for the purpose of changing address or location of principal office of a domestic corporation or for the purpose of designating an agent or new agent, except that it may not be filed by a foreign corporation for either purpose.

(D) There is no fee for filing this statement if only items 1, 2, and 3 be filled in. If item 4 is filled in, however, for the purpose of designating an agent for the service of process, a filing fee of \$5 will be charged.



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
1025 P STREET
SACRAMENTO, CALIFORNIA 95814

JUL 29 1969

**Tax Clearance
Certificate**

July 29, 1969

Union Oil Company of California
Union Oil Center
Los Angeles, CA 90017

Attention: Donald P. Krainess

ISSUED TO: AMERICAN MINERAL SPIRITS COMPANY, WESTERN
Corporate Number 212805

This certificate expires on January 15, 1970

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

Every corporation qualified to do business in this State is required to file a return and pay at least the minimum tax annually until it is dissolved or withdrawn through the office of the Secretary of State. The issuance of this certificate does not relieve the taxpayer, or any person liable at law or in equity, of the liability for filing any return or the payment of any taxes which may have accrued prior to the effective date of dissolution or withdrawal as recorded by the Secretary of State.

A copy of this tax clearance certificate has been sent to the office of the Secretary of State at Sacramento, California. The original of this certificate may be retained for the files of the corporation.

FRANCHISE TAX BOARD

AL:sw
cc: American Mineral Spirits Company,
Western

By [Signature]
Authorized Signature

212805
D 80819

FILED

In the office of the Secretary of State
of the State of California

AUG - 1 1969

FRANK M. JORDAN, Secretary of State

Frank M. Jordan
Deputy

MERGER OF SUBSIDIARY CORPORATION
CERTIFICATE OF OWNERSHIP
UNION OIL COMPANY OF CALIFORNIA

WE, THE UNDERSIGNED, DOUGLAS C. GREGG and R. O. HEDLEY,
hereby do certify that we are, and at all times herein mentioned
have been respectively the Vice President and Assistant Secretary
of Union Oil Company of California, a California corporation;
and hereby do further certify and state:

OUT
(1) That said corporation owns all the outstanding stock
of American Mineral Spirits Company, Western, a California corpora-
tion.

(2) That at a meeting of the Board of Directors of said
corporation the following resolutions were adopted by a majority
of its Board of Directors to merge American Mineral Spirits Company,
Western, a California corporation, into Union Oil Company of
California and to assume all its obligations;

3
"WHEREAS, this corporation will on August 1, 1969, own
all the outstanding stock of American Mineral Spirits Company,
Western, a California corporation; and

"WHEREAS, it is deemed advisable and in the best interests
of this corporation and its shareholders that American Mineral
Spirits Company, Western, be merged into this corporation;

"NOW, THEREFORE, BE IT RESOLVED, that on August 1, 1969,
this corporation merge American Mineral Spirits Company, Western,
which will then be its wholly owned subsidiary, into itself and
assume all of the obligations of said corporation pursuant to
California Corporations Code Section 4124;

"RESOLVED FURTHER, that the president or vice president
and secretary or assistant secretary be and they hereby are
authorized and directed to execute and file a Certificate of
Ownership as required by California Corporations Code Section 4124

and take such further action as may be necessary or proper to accomplish such merger."

(3) That the meeting of the Board of Directors at which said resolutions were adopted was duly held on the 28th day of July, 1969, at the hour of Ten (10) o'clock A.M. at the Company's office, 425 First Street, in the City of San Francisco, State of California, and that said resolutions were adopted by the vote of eleven (11) Directors, the authorized and elected number of Directors on the Board being Thirteen (13), a majority of whom were present and voting at said meeting.

UNION OIL COMPANY OF CALIFORNIA

By Douglas C. Gregg
Douglas C. Gregg
Vice President

And R. O. Hedley
R. O. Hedley
Assistant Secretary

Douglas C. Gregg and R. O. Hedley, a Vice President and an Assistant Secretary, respectively, of Union Oil Company of California, a California corporation, each says:

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 1st day of August, 1969, at Los Angeles, California.

Douglas C. Gregg
Douglas C. Gregg

R. O. Hedley
R. O. Hedley